

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, THE
EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO, AND THE PUERTO RICO PUBLIC
BUILDINGS AUTHORITY,

Debtors.

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**MODIFICATIONS TO EIGHTH AMENDED TITLE III JOINT PLAN OF
ADJUSTMENT OF THE COMMONWEALTH OF PUERTO RICO, ET AL.**

PROSKAUER ROSE LLP

Eleven Times Square
New York, New York 10036
Telephone: (212) 969-3000
Facsimile: (212) 969-2900

O'NEILL & BORGES LLC

250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918-1813
Telephone: (787) 764-8181
Facsimile: (787) 753-8944

*Attorneys for the Financial Oversight and Management Board
as Representative for the Debtors in their Title III Cases*

Dated: November 7, 2021

The Financial Oversight and Management Board for Puerto Rico, as Title III representative of the Commonwealth of Puerto Rico, The Employees Retired System of the Government of the Commonwealth of Puerto Rico, and the Puerto Rico Public Buildings Authority pursuant to Section 315(b) of the *Puerto Rico Oversight, Management and Economic Stability Act*, hereby proposes the following modifications to the Eighth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al., dated November 3, 2021 [Case No. 17-03283-LTS, ECF No. 19053] (the “Plan”):

1. **Definitions:** Unless otherwise defined herein capitalized terms used herein shall have the meanings ascribed thereto in the Plan.

2. **Plan:** Section 1.392 of the Plan, entitled “Plan”, is hereby amended to insert the word “Modified” prior to the word “Eighth” in the first line thereof.

3. **Projected Fiscal Plan Surplus:** Section 1.413 of the Plan, entitled “Projected Fiscal Plan Surplus”, is hereby amended by deleting such definition and inserting the following in lieu thereof:

1.413 **Projected Fiscal Plan Surplus:** The projected primary unrestricted Fiscal Plan Surplus as set forth in the Fiscal Plan as in effect as of the Effective Date minus the sum of (a) projected CVI payments for such FY and (b) the positive difference, if any, of projected Non-Own Source Revenues minus actual Non-Own Source Revenues for such FY; provided, however, that in the event of (i) a federally-declared natural disaster, or (ii) a federally – declared pandemic other than the current Covid-19 pandemic in any FY, “Projected Fiscal Plan Surplus” shall be reduced by the amount of any actual reduction in revenues for such FY as compared to projected revenues for such FY as set forth in the Fiscal Plan in effect on the Effective Date, provided that the council acting on behalf of the Pension Reserve Trust agrees, which agreement shall not be unreasonably withheld, and the Title III Court determines the amount of such reduction is directly attributable to such natural disaster or pandemic.

4. **GDB/PET Claim:** The Plan is hereby amended to include provisions associated with the GDB Public Entity Trust as follows:

(a) Article I of the Plan, entitled “Definitions”, is hereby amended to include the following definitions and to renumber the balance of definitions set forth therein accordingly:

“1.526 **GDB/PET:** The Public Entity Trust created pursuant to that certain GDB Restructuring Act enacted on August 24, 2017 and amended on July 18, 2018, in order to address GDB’s deposit liabilities to non-municipal government entities, including federal funds, and the municipalities having claims in respect of federal funds on deposit with GDB, which assets mainly consist of loans to public agencies and departments of the Commonwealth and

funds sufficient to restore certain federal funds deposited at GDB for certain municipalities and non-municipal government entities.

1.527 **GDB/PBT Claim:** The Claim of the GDB/PET against the Commonwealth arising from or related to the restructuring of the GDB and the assets contributed to the GDB/PET.”

(b) Article IV of the Plan, entitled “Classification of Claims”, is hereby amended to insert “(ggg) Class 58A GDB/PET Claim” and to reorder the balance of the Classes set forth therein accordingly.

(c) Article LXII of the Plan, entitled “Provisions for Treatment of CW General Unsecured Claims”, is hereby amended to incorporate the insertion of treatment as follows:

“62.4 **Treatment of GDB/PET Claims:** On the Effective Date, the holder of the GDB/PET Claim shall be entitled to receive, in full consideration, satisfaction, release, and exchange of the Allowed GDB/PET Claim, payments from the Commonwealth equal to, and on the same timeframe, as the pro rata payments to be made to holders of Allowed CW General Unsecured Claims pursuant to the terms and provisions of Sections 62.1, 62.2 and 62.3 hereof.”

5. **Treatment of National Insured Bond Claims:** Section 75.2 of the Plan, entitled “Treatment of National Insured Bond Claims”, is hereby amended by inserting the words “or have otherwise been fully performed by National” following the word “effect” in the third line thereof.

6. **Impaired Classes:** Section 84.1 of the Plan, entitled “Impaired Classes”, is hereby amended by deleting the Class references in the first and second lines therein and inserting “Class 1 through 50, 51B, 51E, 51G, through 51I, 52 through 54, 56, 58 through 62, 65, 66 and 69” in lieu thereof.

7. **Unimpaired Classes:** Section 84.2 of the Plan, entitled “Unimpaired Classes”, is hereby amended by deleting the Class references in the first and second lines therein and inserting “Classes 51A, 51C, 51D, 51F, 51J through 51L, 55, 57, 67, and 68 in lieu thereof.

8. Unless otherwise modified herein, the Plan is not amended, modified or supplemented.

Dated: San Juan, Puerto Rico
November 7, 2021

THE COMMONWEALTH OF PUERTO
RICO, by and through the Financial Oversight
and Management Board for Puerto Rico as its
representative

By: /s/ Natalie A. Jaresko
Name: Natalie A. Jaresko
Title: Executive Director

EMPLOYEES RETIREMENT SYSTEM OF
THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO, by
and through the Financial Oversight and
Management Board for Puerto Rico as its
representative

By: /s/ Natalie A. Jaresko
Name: Natalie A. Jaresko
Title: Executive Director

PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY, by and
through the Financial Oversight and
Management Board for Puerto Rico as its
representative

By: /s/ Natalie A. Jaresko
Name: Natalie A. Jaresko
Title: Executive Director